

P99000027611

SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

ONE CLEARLAKE CENTRE, SUITE 500
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33401
MAILING ADDRESS P. O. BOX 3555
WEST PALM BEACH, FLORIDA 33402-3555
TELEPHONE (407) 835-8500
FACSIMILE (407) 650-8530

RECEIVED
MAR 21 1997
DIVISION OF CORPORATIONS

March 20, 1997

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Repworld, Inc.

900002120549--8
-03/21/97--01068--006
***122.50 ***122.50

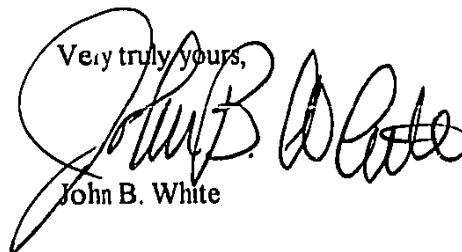
Dear Madam or Sir:

Enclosed are the following:

1. Original and one copy of the Articles of Incorporation for Repworld, Inc.
2. A copy of the Department's November 22, 1996 letter reserving the name Repworld, Inc.
3. A firm check in the amount of \$122.50 representing the filing fee of \$35, a certified copy of the Articles at \$52.50 and \$35 for the registered agent designation.

If there are any questions or anything else is required, please advise me. Please send me a certified copy of the Articles at your earliest convenience.

Very truly yours,


John B. White

Enclosures
cc: Mr. W.B. Kirchner

D. BROWN MAR 27 1997

AMSTERDAM OFFICE
EUROPA BOULEVARD 50
1000 AD AMSTERDAM,
THE NETHERLANDS
TELEPHONE: 011-3120-661-0969
FACSIMILE: 011-3120-642-1475

KEY LARGO OFFICE
OCEAN BEACH CLUB
31 OCEAN BEACH DRIVE
SUITE A200
OCEAN BEACH PLAZA
KEY LARGO, FLORIDA 33057
TELEPHONE: (305) 307-2901

LONDON OFFICE
40 MOUNT STREET
LONDON W1Y 8HE ENGLAND
TELEPHONE: 011-4471-403-400
FACSIMILE: 011-4471-403-429

MIAMI OFFICE
1500 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 358-6300
BROWARD (305) 407-0841
FACSIMILE: (305) 301-0902

ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801
TELEPHONE: (407) 423-3200
FACSIMILE: (407) 425-8316



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 22, 1996

JEANNE BAUER
SHUTTS & BOWEN
P.O. BOX 3555
WEST PALM BEACH, FL 33402-3555

The name REPWORLD, INC. has been reserved for 120 days beginning November 22, 1996. The reservation number is R96000005557 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 496A00053176

ARTICLES OF INCORPORATION
OF

REPWORLD, INC.

ARTICLE I - NAME

The name of this Corporation is RepWorld, Inc. Its mailing address is

c/o John B. White, Esquire
Shutts & Bowen
250 Australian Avenue, South, Suite 500
West Palm Beach, Florida 33401

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this Corporation is Corporation Company of Miami, 1500 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VI - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

FILED
DO. SECRETARY OF STATE
97 MAR 21 AM 9:45

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

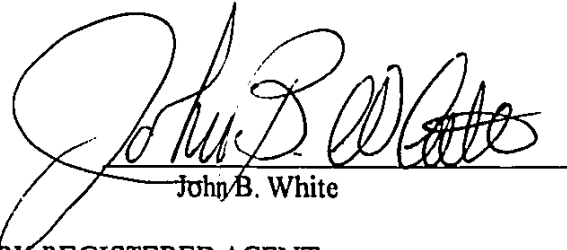
ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is John B. White, Esquire, Shutts & Bowen, 250 Australian Avenue, South, Suite 500, West Palm Beach, Florida 33401.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of March, 1997.



John B. White

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE

PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 20TH DAY OF MARCH, 1997.

CORPORATION COMPANY OF MIAMI

BY:

(Registered Agent)

STATE OF FLORIDA

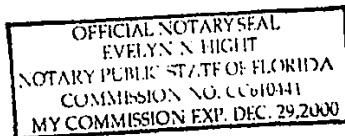
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of REPWORLD, INC. was acknowledged before me this 20th day of March, 1997, by John B. White who is personally known to me and he acknowledged before me that he executed those Articles of Incorporation.

Evelyn N. Hight
Notary Public, State of Florida

Evelyn N. Hight
(printed name of notary)

(NOTARIAL SEAL)



WPB95 37883.1 - JHG

FILED
MAR 21 1997
5:15 PM
NOTARY PUBLIC
STATE OF FLORIDA